

NOTICE

LUMINO INDUSTRIES LIMITED

Reg. Office: "Acropolis" 12th Floor,
1858/1, Rajdanga Main Road,
Kolkata – 700 107
Telephone No: +91 33 2441 2008/ 2441 2009,
website: www.luminoindustries.com
CIN No: U14293WB2005PLC102556

Notice is hereby given that the 21st (Twenty First) Annual General Meeting ('AGM') of the shareholders of M/s. Lumino Industries Limited will be held on 6th July, 2026 at 04:00 p.m. at its registered office- "Unit No- 12/4, Merlin Acropolis 1858/1 Rajdanga Main Road, Kolkata- 700 107 (WB)" either in-person or through Video Conferencing (VC) / Other Audio Video Means (OAVM), to transact the following business(es):

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt:

- a) The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2026 with the reports of the Board of Directors' and Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2026 together with report of the Auditors thereon.

2. To appoint a director in place of Mr. Purushottam Dass Goel (DIN: 00673269), Director, who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors or any Committee authorized by the Board to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/entity/entities and/or authority/authorities or any other person(s), either in rupees or in such other foreign currencies as may be

permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 3,000 crores (Rupees Three Thousand Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard authorizing the Board to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee authorized by the Board to pledge, mortgage, hypothecate and/or charge all or any part of the movable or immovable, tangible and/or intangible properties of the Company, both present and future and the whole or part of the undertaking of the Company of every nature and kind whatsoever

and/or creating a floating charge in all or any movable or immovable, tangible and/or intangible properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 3,000 crores (Rupees Three Thousand Crores only), at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. Revision in Remuneration Payable to Executive Directors of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the Rules framed thereunder, as amended from time to time, the Articles of Association of the Company or any other Regulation and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for revision in the overall managerial remuneration payable to Mr. Devendra Goel (DIN: 00673447), Managing Director, and Mr. Jay Goel (DIN: 08190426), Whole-time Director, up to an amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore Only) per annum for each of them, effective from FY 2027-28 onwards and until the expiry of their respective existing terms of appointment.

RESOLVED FURTHER THAT where in any financial year during the tenure of office of the aforesaid Executive Directors, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to the Executive Directors in accordance with the provisions of Schedule V of the Companies

Act, 2013 or any statutory modification(s) or re-enactment(s) thereof for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof constituted for this purpose) be and is hereby authorized to alter, amend, vary, revise and determine from time to time the terms and conditions of remuneration, payable to the Executive Directors, within the overall limits approved by the Members and subject to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to Mr. Devendra Goel and Mr. Jay Goel, as may be determined by the Board from time to time, shall be subject to and shall not exceed the limits prescribed under Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions thereof.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby severally authorized to do all such acts, deeds, matters and things, and to execute all such documents, writings and filings as may be necessary or expedient for giving effect to this Resolution, including filing of requisite forms and returns with the Registrar of Companies and other statutory authorities.”

6. Ratification of Remuneration payable to Cost Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. B Ray & Associates, Cost Accountants (Registration No: 000155), Cost Auditors of the Company, to conduct the audit of cost records for the financial year 2026-27 amounting to Rs. 90,000/- (Rupees Ninety Thousand) per annum plus applicable taxes and out of pocket expenses actually incurred during the course of audit as recommended by the Audit Committee of the Company and approved by the Board of Directors, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents as may be necessary, expedient and incidental thereto to give effect to this resolution.”

Registered Office:

Unit-12/4 Merlin Acropolis
1858/1, Rajdanga Main Road
Kolkata-700107
Dated: 05.06.2026
Place: Kolkata

By order of the Board

For Lumino Industries Limited

Vivek Jain

Company Secretary
ACS- 36946

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A Proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. Members are requested to notify immediately any change in address, if any, to the DP.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts relating to the Special Businesses to be transacted at the AGM is annexed hereto additional information, pursuant to Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of Director(s) seeking appointment/re-appointment at the Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as an annexure to the Notice
5. All documents referred to in the Notice will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@luminoindustries.com.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 (“Act”), the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection by the members during the AGM.
7. Further, members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company from their registered email address, mentioning their name, DP ID and Client ID number and mobile number, at least 7 working days in advance before the commencement of the Meeting through email to cs@luminoindustries.com. Such questions shall be taken up during the meeting or replied by the Company suitably.
8. The Notice of Annual General Meeting along with Board Report & Annual Audited Financial Statement for the FY 2025-26 are being sent to all the Members by hand delivery, whose names appear on the Register of Members in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder.
9. Route Map of the Venue of the Meeting is enclosed herewith.

**DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT IN
21ST ANNUAL GENERAL MEETING**

(Pursuant to Secretarial Standard-2 on General Meeting)

Name of The Director	Purushottam Dass Goel
DIN	00673269
Date of Birth/ Age	01.08.1948; 78 years
Date of First Appointment on the Board of the Company	30.03.2005
Terms and Conditions of Re-appointment	Liable to retire by rotation, and being eligible, offers himself for re-appointment.
Details of Remuneration sought to be paid	-
Remuneration last drawn by such person	-
Brief Resume of Director	He is the Chairperson and Non-Executive Director on our Board. He has been associated with our Company since March 30, 2005. He has been awarded by Federation of Small and Medium Industries, West Bengal for his outstanding entrepreneurship journey and valuable contribution to the federation. He has experience in the manufacturing of overhead transmission line conductors, and various types of cables.
Nature of Expertise in Specific Functional Areas	High experience in the manufacturing of overhead transmission line conductors, various types of cables
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	NIL
List of Other listed Companies in which Directorship held	NIL
Chairman / Member of the Committees of the Board of Directors of Other Companies in which he is a director (excluding in Foreign Companies)	NIL
Chairman / Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	Devendra Goel- Son Jay Goel- Grandson
Details of Shareholding, if any in the Company	8,00,000 Equity share of Rs. 5/- each.
The number of Meetings of the Board attended during the Financial Year	2 (Two)
Listed entities from which he resigned in the past three years.	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 3

The Members are informed that, considering the future growth plans of the Company and the requirement of additional funds to support its business operations, the Company may need to borrow funds from time to time.

Accordingly, to enable the Company to access funds from various sources at competitive rates, the Board of Directors recommends that the Company be authorized to borrow monies, from time to time, at its discretion, from one or more Banks, Financial Institutions, and other persons, firms, bodies corporate, or other lending/investing agencies, up to an aggregate amount not exceeding Rs. 3,000 crore (Rupees Three Thousand crore only), whether in Indian Rupees or in equivalent foreign currency, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves, and securities premium of the Company.

This approval is sought pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and is in supersession of all earlier resolutions passed by the Members in this regard.

The Board of Directors recommends to the members for passing of special resolutions for item 3 as set out in the Notice.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the resolution at the item no. 3 of the accompanying Notice, except to their equity holdings and Directorships in the Company, if any.

Item No 4

The members are informed that Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the Members is required to mortgage and/or charge and/or hypothecate all or any of the movable and/or immovable properties of the Company, wherever situated, both present and future, including the whole or substantially the whole of the undertaking(s) of the Company, for the purpose of securing any loan(s) obtained or to be obtained from banks, financial institutions, or any other lenders.

In view of the future growth plans of the Company and the requirement for additional financial assistance, it is proposed to enhance the borrowing limits and accordingly authorize the Board of Directors/ Committee authorise by the Board to create such charges or securities on the assets of the Company for an amount not exceeding Rs. 3,000 crore (Rupees Three Thousand crore only), whether in Indian Rupees or in equivalent foreign currency.

The above approval is sought pursuant to Section 180(1) (a) of the Companies Act, 2013 and is in supersession of all earlier resolutions passed by the Members in this regard.

The Board of Directors recommends to the members for passing of special resolutions for item 4 as set out in the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the resolution at the item no. 4 of the accompanying Notice, except to their equity holdings and Directorships in the Company, if any.

Item No. 5:

The Members of the Company had previously approved the appointment and remuneration of Mr. Devendra Goel (DIN: 00673447), Managing Director, and Mr. Jay Goel (DIN: 08190426), Whole-time Director.

Considering the growth in the scale and complexity of the Company's operations, expansion of business activities, increasing responsibilities shouldered by the Executive Directors, industry remuneration benchmarks and their continued contribution towards the strategic direction and performance of the Company, the Nomination and Remuneration Committee ("NRC") and the Board of Directors at its respective meeting held on 05th June, 2026 approved, subject to the approval of the Members, the revision in the overall managerial remuneration payable to the Executive Directors.

Accordingly, approval of the Members is sought for payment of remuneration to Mr. Devendra Goel, Managing Director, and Mr. Jay Goel, Whole-time Director, up to an amount not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore Only) per annum for each Director, effective from FY 2027-28 onwards and until the expiry of their respective existing terms of appointment.

The remuneration may comprise salary (inclusive of perquisites) and other benefits as may be determined by the Nomination and Remuneration Committee and the Board of Directors from time to time within the aforesaid limits and in accordance with the applicable provisions of the Companies Act, 2013.

The proposed remuneration has been recommended by the Nomination and Remuneration Committee after considering various factors including the size and performance of the Company, industry standard, the qualifications, experience and expertise of the Executive Directors, the roles, responsibilities and contribution of the Executive Directors towards the growth and profitability of the Company.

The remuneration payable shall be subject to the limits prescribed under Sections 197 and 198 of the Companies Act, 2013 and other applicable provisions, if any. In the event of absence or inadequacy of profits in any financial year, remuneration shall be payable in accordance with the provisions of Schedule V of the Companies Act, 2013 and applicable law.

Except Mr. Devendra Goel and Mr. Jay Goel and their respective relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6:

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation

of the Audit Committee, has approved the re-appointment and remuneration of M/s. B Ray & Associates, Cost Accountants (Registration No: 000155), in its meeting held on June 5, 2026 to conduct the audit of the cost records of the Company, for the financial year 2026-27. Further, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is being sought for the payment of remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) plus applicable taxes and out of pocket expenses actually incurred for Cost Audit for the financial year ending March 31, 2027.

The Board recommends the Resolution as an Ordinary Resolution as set out in Item No. 6 of the Notice for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

By Order of the Board

Vivek Jain

Company Secretary
ACS- 36946

Place: Kolkata
Date : 05.06.2026

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U14293WB2005PLC102556
 Name of the Company : Lumino Industries Limited
 Registered Office : Unit No- 12/4, Merlin Acropolis, 1858/1, Rajdanga Main Road, Kolkata- 700107

1. Name of Member(s) including joint holders if any :
2. Registered address of the sole / First named Member :
3. E-mail Id :
4. Registered Folio No/ Client Id :
5. No of share(s) held :

I / We, being the Member(s) of Shares of the above named Company, hereby appoint

(1) Name:

Address:

E-mail ID:

Signature:, or failing him

(2) Name:

Address:

E-mail ID:

Signature:, or failing him

(3) Name:

Address:

E-mail ID:

Signature:

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the 21st Annual General Meeting (AGM) of the Company to be held on the _____, _____ at ____ a.m/ p.m. at the Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional *	
		For	Against
Ordinary Business			
1.	a) To Consider and adopt Audited Financial Statements as on 31 st March, 2026 and, Reports of the Board of Directors and Auditors thereon.		
	b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2026 together with report of the Auditors thereon.		
2.	To re-appoint a Director in place of Mr.Purushottam Dass Goel, DIN: 00673269, Director, who retires by rotation, and being eligible, offers himself for re-appointment.		
Special Business			
Special Resolution			
3.	Increasing the borrowing limits of the company u/s 180(1)(c) of companies act, 2013		
4.	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013.		
5.	Revision in Remuneration Payable of Executive Directors of the Company		
Special Business			
Ordinary Resolution			
6.	Ratification of Remuneration payable to Cost Auditor for the FY 2026-27		

Signed this ----- day of ----- 2026

Signature of Member: -----

Signature of Proxy holder(s): -----



NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

LUMINO INDUSTRIES LIMITED

Reg. Office: "Acropolis" 12th Floor,
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Telephone No: +91 33 2441 2008/ 2441 2009,
website: www.luminoindustries.com
CIN No: U14293WB2005PLC102556

**21ST ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

DATE :
VENUE : Registered Office of the Company.
TIME :

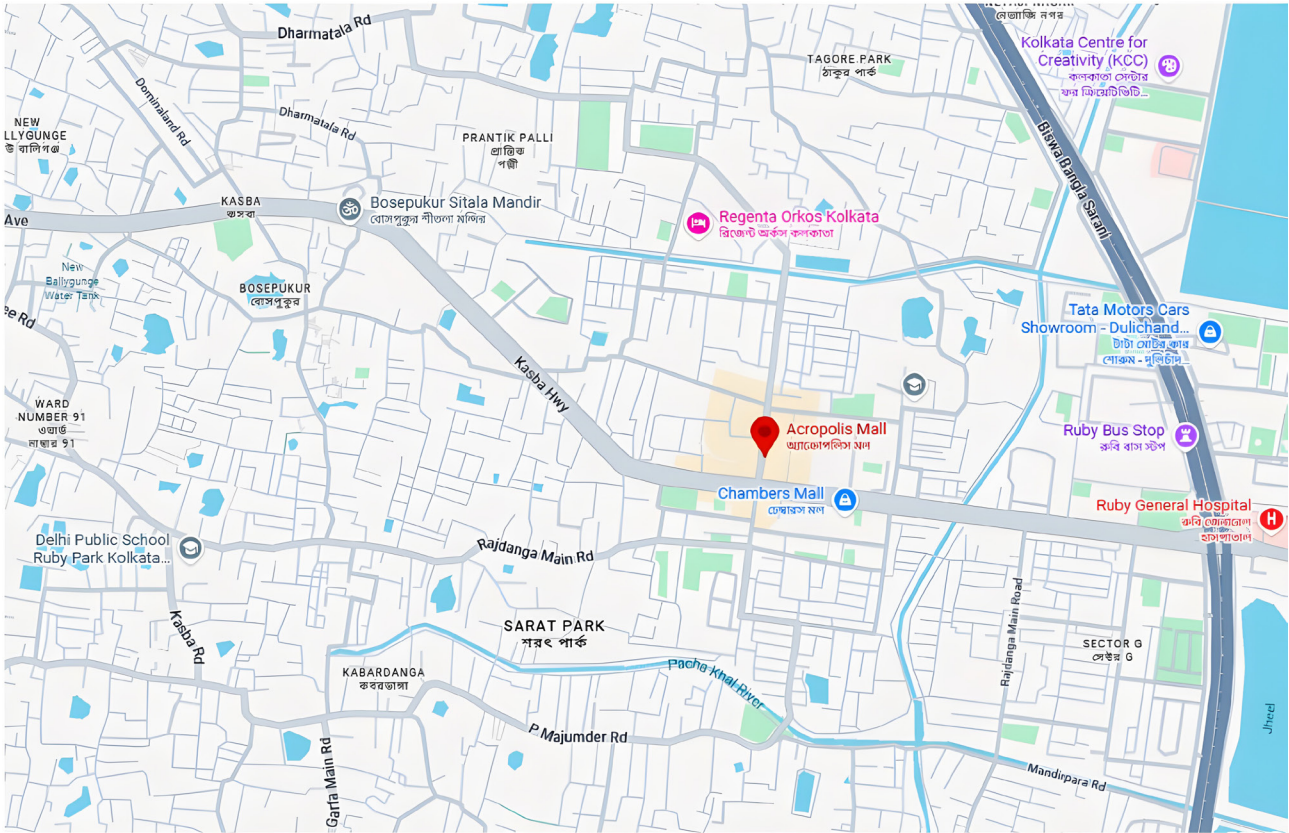
- | | |
|---------------------------|---|
| 1. Name of Member / Proxy | : |
| 2. Registered Folio No. | : |
| 3. No of share(s) held | : |

I certify that I am the Member / Proxy for the member holding the above shares.

Signature of Member / Proxy attending

NOTES: Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before coming to the Meeting and handed over at the entrance.

Route Map to the venue of the 21st Annual General Meeting of the Company to be held
on _____



Lumino Industries Limited
Unit No-12/4, 12th Floor, Merlin Acropolis, 1858/1 Rajdanga Main Road,
Kolkata - 700107